Tracxn

Email: investor.relations@tracxn.com
Ph: +91 90360 90116
Website: www.tracxn.com

July 23, 2026

To,

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400001
Scrip Code: 543638

National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E),
Mumbai - 400 051
Symbol: TRACXN

Dear Sir/Madam,

Subject: Notice of 14th Annual General Meeting ("AGM") of the Company to be held on Monday, August 17, 2026

With reference to the above captioned subject, we wish to inform you that the 14th Annual General Meeting ("AGM") of the Company will be held on **Monday, August 17, 2026** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") at **05.00 P.M. (IST)** to transact the Ordinary Business & Special Business as set out in the Notice convening the 14th AGM of the Company dated May 25, 2026. The copy of Notice of 14th AGM is attached with this letter.

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs and SEBI, the Notice convening 14th AGM along with Annual Report for the Financial Year 2025-26 is being sent to all those members of the Company whose e-mail addresses are registered with Depository Participants (DP's) / Company/ Registrar and Transfer Agent (RTA) i.e. MUFG Intime India Pvt. Ltd.

Further, in accordance with Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company will be sending a letter to those shareholders whose e-mail IDs are not registered with Company/DPs/RTA, providing the web link including the exact path from where the Annual Report can be accessed.

Kindly take the above on your records.

Thanking you,

Yours Faithfully,
For **Tracxn Technologies Limited**

MEGHA TIBREWAL
Digitally signed by MEGHA TIBREWAL
Date: 2026.07.23 15:45:10 +05'30'

Megha Tibrewal
Company Secretary and Compliance Officer
Membership No: A39158

Encl: A/a

Email: investor.relations@tracxn.com
Ph: +91 90360 90116
Website: www.tracxn.com

TRACXN TECHNOLOGIES LIMITED

Registered Office: No. L-248, 2nd Floor, 17th Cross, Sector 6, HSR Layout, Bengaluru, Karnataka- 560102
Tel: +91 90360 90116 Email: compliance-officer@tracxn.com
CIN: L72200KA2012PLC065294 Website: www.tracxn.com

NOTICE OF 14TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 14TH (FOURTEENTH) ANNUAL GENERAL MEETING OF THE MEMBERS OF TRACXN TECHNOLOGIES LIMITED ("The Company") WILL BE HELD ON MONDAY, AUGUST 17, 2026 AT 5:00 PM (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026, along with the reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Abhishek Goyal (DIN: 00423410), who retires by rotation and, being eligible, offers himself for re-appointment.

3. To approve the appointment of M/s. M S K C & Associates LLP, Chartered Accountants (Firm Registration No.001595S/S000168) as the Statutory Auditors of the Company:

   To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Audit and Auditors) Rules, 2014 ("the Rules") [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force] and pursuant to the recommendations of the Audit Committee and approval of the Board of Directors, M/s. M S K C & Associates LLP, Chartered Accountants , (Firm Registration No. 001595S/S000168) be and are hereby appointed as the Statutory Auditors of the Company, to hold the office for a term of five (5) consecutive years, commencing from the conclusion of the 14th Annual General Meeting till the conclusion of the 19th Annual General Meeting to be held for the FY 2030-31 at an annual remuneration plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the audit, if any, for the purpose of statutory audit of the Company's accounts as mentioned in the explanatory statement annexed herewith, with the power to the Board / Audit Committee to alter and vary the terms and conditions of their appointment, revision (including upward revision) in the remuneration in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

   RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution and for all matters connected therewith and/or incidental thereto, as may be necessary."

SPECIAL BUSINESS:

4. To approve the appointment of Mr. Akshay Bhushan (DIN:07213022) as a Non-Executive Independent Director of the Company:

   To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17(1C) and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee ("NRC Committee") and approval of the Board of Directors, Mr. Akshay Bhushan (DIN:07213022), who was appointed as an Additional Director (Non-Executive Independent Director) of the Company with effect from May 25, 2026 in terms of Section 161(1) of the Act, to hold office till 3 (three) months from the date of appointment or up to the date of ensuing Annual General Meeting, whichever is earlier and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom a notice has been received in writing under Section 160(1) of the Act from a Member, proposing his candidature for the office of Director, and who is eligible for appointment as a Non-Executive Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of five (5) consecutive years, commencing from May 25, 2026 to May 24, 2031 (both days inclusive).

RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution and for all matters connected therewith and/or incidental thereto, as may be necessary."

5. To approve the payment of remuneration to Mr. Akshay Bhushan (DIN:07213022), Non-Executive Independent Director of the Company:

   To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Section 149, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the rules made thereunder read with Schedule V of the Act (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17 and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") or any other law for the time being in force, the Articles of Association of the Company and subject to such other approvals as may be required in this regard, and pursuant to the recommendation(s) of the Nomination and Remuneration Committee and as approved by the Board of Directors, the approval of the Members of the Company be and is hereby accorded for the payment of remuneration to Mr. Akshay Bhushan (DIN:07213022), Non-Executive Independent Director of the Company in line with the remuneration structure applicable to all Independent Directors and in such amounts or proportions and in such manner as may be determined by the Board for a period of 3 (three) years commencing from May 25, 2026 to May 24, 2029 (both days inclusive);

   a) Remuneration of a sum not exceeding Rs. 10,00,000/- (Rupees Ten Lakhs) per annum w.e.f. May 25, 2026 till August 05, 2026; and

   b) Remuneration of a sum not exceeding Rs. 12,00,000/- (Rupees Twelve Lakhs) per annum w.e.f. August 06, 2026 till May 24, 2029

   RESOLVED FURTHER THAT the above remuneration shall be paid in addition to the sitting fees payable to Mr. Akshay Bhushan, Non-Executive Independent Director for attending the meetings of the Board and / or Committees thereof as may be decided by the Board as per the provisions of Section 197 read with Schedule V of the Act.

   RESOLVED FURTHER THAT where in any financial year, during the tenure of Mr. Akshay Bhushan, Non-Executive Independent Director, the Company has no profits or its profits are inadequate, the remuneration payable to him as noted above shall be paid as minimum remuneration, subject to the limits prescribed in Section II of Part II of Schedule V of the Companies Act, 2013, or such other limits as may be prescribed by the Government from time to time and applicable to the Company;

   RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution and for all matters connected therewith and/or incidental thereto, as may be necessary."

By order of the Board of Directors
For **Tracxn Technologies Limited**

Megha Tibrewal
Company Secretary and Compliance Officer
Membership No: A39158

Place: Bengaluru
Date: May 25, 2026

Email: investor.relations@tracxn.com
Ph: +91 90360 90116
Website: www.tracxn.com

Notes:

1. Pursuant to the Ministry of Corporate Affairs ("MCA") vide Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 02/2022 dated May 05, 2022 ,Circular No. 10/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 and Circular 09/ 2024 dated September 19, 2024 and the latest being Circular No. 03/2025 dated September 22, 2025 (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated October 07, 2023 and latest being Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (collectively referred as "SEBI Circulars"), have permitted the holding of the Annual General Meeting ("AGM") of a Company through Video Conferencing ("VC") /Other Audio Visual means ("OAVM"), without the physical presence of the Members at a common venue.

   Thus, in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI Circulars read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the 14th Annual General Meeting ("AGM") of the Company is being conducted through VC / OAVM which does not require physical presence of the Members at a common venue. The Registered Office of the Company shall be deemed to be the venue for the 14th AGM of the Company.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. The Company has engaged the services of National Securities Depository Limited ("NSDL") for providing the facility for remote e-voting, for participation in the AGM through VC / OAVM and for e-voting during the AGM. The procedure for participating in the AGM through VC / OAVM is explained below.

3. In terms of the MCA Circulars, since the requirement of physical attendance of Members has been dispensed with and in accordance with the requirements of Regulation 44(4) of SEBI Listing Regulations, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM. Hence, the Proxy form and the attendance slip are not annexed to this Notice.

4. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Pursuant to Section 113 of the Act, Institutional/Corporate Shareholders (i.e., other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email at scrutinizer@mgconsulting.in with a copy marked to compliance-officer@tracxn.com at least 48 hours before the commencement of the AGM. Further, they can also upload their Board Resolution/ Authority Letter by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

6. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.

7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the Quorum under Section 103 of the Act.

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8. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Act, in respect of the businesses under Item No. 3, 4 and 5 set above is annexed hereto.

9. A Statement giving details pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Director(s) seeking appointment and re-appointment at this AGM is attached as **Annexure II** to the Notice.

10. The following documents / registers will be available for online inspection by the Members of the Company during the AGM:

    a) The Register of Directors and Key Managerial Personnel and their Shareholding and Register of Contracts or arrangement in which Directors are interested;

    b) A certificate from M/s. BMP & Co. LLP, Practicing Company Secretaries, Secretarial Auditors of the Company, in terms of Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("the SBEBSE Regulations"), certifying that the Employee Stock Options Plans of the Company have been implemented in accordance with the SBEBSE Regulations and the respective resolution(s) passed in the general meeting(s) of the Company in this regard.

    Members who wish to inspect any of the above mentioned documents may do so upon login on the website of NSDL at www.evoting.nsdl.com .

    Further, all the documents referred to in the Notice will also be available for inspection by the Members at the Registered Office of the Company on all working days during business hours and also through electronic mode, from the date of dispatch of this Notice upto the date of AGM i.e. August 17, 2026. The Members seeking to inspect the said documents can send a request mentioning their Depository Participant / Client ID or Folio No. from their registered email address to the Company at compliance-officer@tracxn.com.

11. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company atleast seven (7) days prior to the date of the meeting, through email on compliance-officer@tracxn.com. The same will be replied by the Company suitably.

12. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., directly to their Depository Participants (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agent, MUFG Intime India Private Limited. Members holding shares in physical form are requested to intimate such changes to the Company's Registrar and Transfer Agent, MUFG Intime India Private Limited at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083 quoting their folio number.

13. Members may please note that SEBI vide its circular SEBI/HO/MIRSD-RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests such as issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service request by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at https://w.tracxn.com/investor-relations/shareholder-services#shareholder--service-request-forms and under general tab on the website of the Company's Registrar and Transfer Agents, MUFG Intime India Private Limited at https://web.in.mpms.mufg.com/client-downloads.html . It may be noted that the service request can be processed only after the folio is KYC compliant.

    With effect from April 2, 2026, SEBI has dispensed with the requirement of issuance of a Letter of Confirmation (LOC) by the Company/RTA while processing service request. Accordingly, securities will be credited directly to the shareholder's demat account upon submission of valid demat account details along with the latest Client Master List. [SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I /4298/2026 dated February 06, 2026].

14. As per Regulation 40(1) of the SEBI Listing Regulations, request for transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same, to eliminate all risks associated with

physical shares and to avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company/ Company's Registrar and Transfer Agent, MUFG Intime India Private Limited for assistance in this regard.

15. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent, MUFG Intime India Private Limited. Members holding shares in physical form may give request for registering PAN, KYC details or changes or updation thereof through Form No. ISR-1. The said form can be downloaded from the Company's website https://w.tracxn.com/investor-relations/shareholder-services#shareholder--service-request-forms

16. Non-Resident Indian Members are requested to inform RTA at investor.helpdesk@in.mpms.mufg.com , immediately of:

    a) Change in their residential status on return to India for permanent settlement

    b) Particulars of their bank account maintained in India with complete name, branch, account number, account type and address of the Bank with pin code number , IFSC and MICR Code, as applicable if such details were not furnished earlier.

17. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website https://w.tracxn.com/investor-relations/shareholder-services#shareholder--service-request-forms . Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to the Company's RTA, MUFG Intime India Private Limited in case the shares are held in physical form.

18. SEBI has issued Master Circular No. HO/38/13/ (4) 2026-MIRSD-POD/I/4298/2026 dated February 06, 2026 and Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, which establishes an Online Dispute Resolution Portal ("ODR Portal") for resolving disputes in the Indian Securities Market. Disputes between investors and companies, registrars and share transfer agents, or specified intermediaries/regulated entities (excluding Clearing Corporations and its constituents) must first go through the grievance redressal cell. If the grievance is not resolved satisfactorily, it can be escalated through the SCORES Portal. If still not satisfied, the investor can initiate dispute resolution through the ODR Portal. The ODR portal link will be displayed on the Company's website at https://w.tracxn.com/investor-relations/shareholder-services#online--dispute-resolution.

19. To support the 'Green Initiative' and to disseminate all the communication promptly, Members who have not registered their email IDs so far, are requested to register the same with DP / RTA for receiving all the communications including Annual Reports, Notices etc. electronically. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's Registrar and Transfer Agent, MUFG Intime India Private Limited in case the shares are held by them in physical form.

20. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

21. SEBI through its Circular No. SEBI/HO/OIAE/OIAE_IAD-3/ P/CIR/2025/32 dated March 19, 2025 has introduced DigiLocker as a Digital Public Infrastructure to reduce unclaimed securities in the Indian Securities Market. DigiLocker is digital documents wallet of Government of India facilitating investors to securely store and access Issued Documents, demat holdings etc., along with a facility to appoint a nominee to their DigiLocker account. In the event of the investor's demise, such nominee(s) will be provided access to the digital information of the deceased investor to initiate the process of transmission of deceased investor's financial assets or to pass the information to surviving joint holders or to legal heirs.

22. In case of joint holders attending the AGM, only such joint holders who is higher in the order of names will be entitled to vote provided the votes are not already cast by remote e-voting by the first holder.

23. In compliance with the MCA and the SEBI Circulars the Notice of the AGM along with the Annual Report for the Financial Year 2025-26 is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, unless any member requests for the physical copy of the same, in which case the Notice of the AGM along with the Annual Report for the Financial Year 2025-26 will be physically dispatched by the Company. A letter with a web link and the exact steps to access the full details of the Annual Report shall be sent to the members who have not registered their email IDs. Members may note that the Notice of the AGM and the Annual Report for the Financial Year 2025-26 will also be available on the Company's website www.tracxn.com, website of the Stock Exchanges at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com.

24. The Board of Directors have appointed CS Sandhya R. Malhotra, Partner of M/s. Manish Ghia & Associates, Company Secretaries, to act as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

25. The Scrutinizer shall immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting through e-voting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

    The results declared along with the report of the scrutinizer shall be placed on the website of the Company https://w.tracxn.com/investor-relations/shareholder-services#stock-exchange-disclosures and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of result by the Chairperson or a person authorised by them in writing. The Company shall simultaneously forward the results to NSE and BSE where the shares of the Company are listed.

26. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned below for remote e-voting.

27. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not already cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM.

28. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote once again during the AGM.

29. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the notice calling the AGM has been uploaded on the website of the Company at https://w.tracxn.com/investor-relations/shareholder-services#annual-general-meeting. The notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Friday, August 14, 2026 at 09:00 A.M. and ends on Sunday, August 16, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, August 10, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, August 10, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL

Type of shareholders	Login Method
	website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
1. For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
2. For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
3. For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      If your email ID is not registered, please follow steps mentioned below **in process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "**Forgot User Details/Password**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizer@mgconsulting.in with a copy marked to evoting@nsdl.com and compliance-officer@tracxn.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Falguni Chakraborty at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to compliance-officer@tracxn.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliance-officer@tracxn.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained

with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see the link of "VC/OAVM" placed under the "Join meeting" menu against the Company name. You are requested to click on the VC/OAVM link placed under the Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of the Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use the Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at compliance-officer@tracxn.com by Friday, August 14, 2026, 05:00 p.m. The same will be replied by the Company suitably.

6. Shareholders who would like to express their views/ask questions during the meeting should register themselves as a speaker by logging on to www.evoting.nsdl.com and clicking on the 'Speaker Registration' option available on the screen after log in. The Speaker Registration will be open from 09:00 a.m. on Friday, August 14, 2026 to 05:00 p.m. on Sunday, August 16, 2026.

   Alternatively, shareholders may register themselves as speakers by sending a request from their registered email address mentioning their name, DP ID and Client ID / Folio Number, and Mobile Number at compliance-officer@tracxn.com by 05:00 p.m. on Sunday, August 16, 2026.

7. Only shareholders who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting. However, the Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

This Explanatory Statement is being given in terms of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), though statutorily not required in terms of Section 102 of the Act.

Section 139 of the Companies Act, 2013, lays down the criteria for appointment and mandatory rotation of statutory auditors. Pursuant to Section 139 of the Act and Rules made there under, it is mandatory to rotate the statutory auditors on completion of two terms of five consecutive years. The Members of the Company at the 9th AGM held on August 10, 2021 had approved the re-appointment of M/s. Price Waterhouse Chartered Accountants, LLP (FRN: 012754N/N500016) as the Statutory Auditors of the Company to hold office for a second term of 5 (five) consecutive years from the conclusion of the 9th AGM till the conclusion of the 14th AGM of the Company on such remuneration as was approved by the shareholders. M/s. Price Waterhouse Chartered Accountants, LLP will complete their second term of 5 (five) consecutive years as the Statutory Auditors of the Company on conclusion of this 14th AGM of the Company and will not be eligible for re-appointment.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors of the Company (the "Board"), at its meeting held on May 25, 2026, recommended the appointment of M/s. M S K C & Associates LLP, Chartered Accountants (Firm Registration No. 001595S/S000168) as the Statutory Auditors of the Company for a term of 5 (five) consecutive years, i.e., from the conclusion of the ensuing 14th AGM till the conclusion of the 19th AGM of the Company to be held in the financial year 2031, subject to approval of the Members of the Company.

Basis for recommendation

After evaluating the proposals and considering various factors such as credentials, independence, industry experience, reference checks, technical skills, geographical presence, audit team, audit quality reports, Company's business and scale requirements etc., the Audit Committee and Board of Directors have recommended the appointment of M/s. M S K C & Associates LLP, Chartered Accountants, as the Statutory Auditors of the Company.

The Audit Committee and the Board of Directors, while recommending the appointment of M/s. M S K C & Associates LLP, Chartered Accountants, as the Statutory Auditors of the Company, have taken into consideration, inter alia, the firm's credentials, experience, qualifications of its partners, track record, and eligibility criteria as prescribed under the Act and Rules made thereunder and SEBI Listing Regulations.

Disclosure and Confirmation

Pursuant to Section 139 of the Companies Act, 2013 (the Act) and the Rules framed thereunder, the Company has received written consent from M/s. M S K C & Associates LLP, Chartered Accountants, and a Certificate that they satisfy the criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and Rules framed thereunder. M/s. M S K C & Associates LLP, Chartered Accountants, has confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI).

Brief profile of M/s. M S K C & Associates LLP, Chartered Accountants is given hereunder:
M/s. M S K C & Associates LLP is a Chartered Accountants firm having registration no. 001595S/S000168. Established in 1974, M S K C & Associates LLP is an Indian Partnership firm registered with the Institute of Chartered Accountants of India (ICAI) having offices across 7 cities in India at Chennai, Mumbai, Bengaluru, Hyderabad, Gurugram, Pune and Kolkata. The Audit Firm holds peer review Certificate. The firm primarily provides audit and assurance services to its clients. The firm's Audit and Assurance practice has significant experience across various industries, markets and geographies.

Remuneration Payable

The proposed remuneration to be paid to M/s. M S K C & Associates LLP, Chartered Accountants ,for audit services for the financial year ending March 31, 2027, shall not exceed Rs. 30,00,000/- (Rupees Thirty Lakhs Only) plus applicable taxes and reimbursement of out-of-pocket expenses. The Board of Directors on the basis of the recommendation of the Audit Committee shall approve revisions to the remuneration, if any, of the statutory auditors for the remaining part of the tenure. The proposed remuneration is in line with the remuneration paid to the outgoing statutory auditor and there is no material change in the audit fees.

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It is also proposed that in addition to the remuneration for audit service, any other fees for certification(s) and other permissible services under Section 144 of the Act will also be paid to the Statutory Auditors, as may be mutually agreed upon between the Board of Directors and the Statutory Auditors, from time to time. All such non-audit services will be subject to prior review and approval by the Audit Committee.

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in the Item No. 3 as set out in this Notice.

The Board of Directors recommends the resolution for approval of the Members of the Company as an Ordinary Resolution, as set out at Item No. 3 of the Notice of the AGM.

Item No. 4 & 5

The Nomination and Remuneration Committee ("NRC"), after evaluating and considering the vast knowledge, skills, experience and expertise, recommended to the Board of Directors, the appointment of Mr. Akshay Bhushan (DIN:07213022), as an Additional Director of the Company, under the category of Non-Executive Independent Director. The Board of Directors, at its meeting held on May 25, 2026, after being satisfied that Mr. Akshay Bhushan possesses the requisite skills, expertise and competencies as mentioned in the brief resume, considered the recommendation and approved the appointment of Mr. Akshay Bhushan as an Additional Director of the Company, under the category of Non-Executive Independent Director, not liable to retire by rotation, to hold office till 3 (three) months from the date of appointment or up to the date of ensuing Annual General Meeting, whichever is earlier, as per Regulation 17(1C) of the SEBI Listing Regulations. Further, the Board on the recommendations of NRC vide its meeting held on May 25, 2026, also approved and recommended the appointment of Mr. Akshay Bhushan as a Non-Executive Independent Director of the Company for a first term of five consecutive years commencing from May 25, 2026 to May 24, 2031 (both days inclusive), as proposed in Item No. 4 of this AGM Notice ("Notice"), for the approval of the Members of the Company.

The said appointment has been made pursuant to the provisions of Sections 149, 150, 152, 160 and 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, as well as the applicable provisions of the SEBI Listing Regulations, 2015 and the Articles of Association of the Company (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Company has received all the statutory declarations/disclosures from Mr. Akshay Bhushan including the following:

i) Consent in writing to act as a Director of the Company in Form DIR-2 pursuant to Section 152 of the Act read with the Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Appointment Rules").

ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013.

iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) read with Schedule IV on the Code for Independent Directors of the Companies Act, 2013 and the SEBI Listing Regulations.

iv) Confirmation in terms of Regulation 25(8) of the SEBI Listing Regulations that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company.

v) Confirmation that he is registered with the Independent Director's databank in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

vi) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority.

The Company has also received notice pursuant to Section 160 of the Act from a member of the Company proposing the candidature of Mr. Akshay Bhushan for appointment as an Independent Director.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings.

A brief profile of Mr. Akshay Bhushan and the disclosure required under Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard on General Meetings are provided as **Annexure-II** to the AGM Notice.

The draft letter of appointment of Mr. Akshay Bhushan, setting out all the terms and conditions, is available for inspection by the Members at the Registered Office of the Company on all working days during business hours and also through electronic mode, from the date of dispatch of this Notice upto the date of AGM i.e. August 17, 2026. The Members seeking to inspect the said document can send a request mentioning their Depository Participant / Client ID or Folio No. from their registered email address to the Company at compliance-officer@tracxn.com.

In accordance with the provisions of Sections 149, 150, 152 read with Schedule IV to the Act and other applicable provisions of the Act, appointment of Mr. Akshay Bhushan as an Independent Director requires approval of members of the Company.

Further, in terms of Regulation 25(2A) of the SEBI Listing Regulations, appointment of Mr. Akshay Bhushan as an Independent Director requires approval of members of the Company by passing a special resolution.

Accordingly, the Board recommends Special Resolution at Item No. 4 of this notice, in relation to the appointment of Mr. Akshay Bhushan as an Independent Director of the Company for a term of five (5) consecutive years commencing from May 25, 2026 to May 24, 2031 (both days inclusive), for the approval by the members of the Company.

Further, in accordance with the provisions of Section 197, 198 read with Schedule V of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013, Regulation 17(6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and taking into account the roles and responsibilities of the Non-Executive Independent Director, the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on May 25, 2026, has approved the payment of remuneration in line with the remuneration structure as applicable to all other Independent Directors, as mentioned below to Mr. Akshay Bhushan, for a period of 3 (three) years commencing from May 25, 2026.

a) Remuneration of a sum not exceeding Rs. 10,00,000/- (Rupees Ten Lakhs) per annum w.e.f. May 25, 2026 till August 05, 2026; and

b) Remuneration of a sum not exceeding Rs. 12,00,000/- (Rupees Twelve Lakhs) per annum w.e.f. August 06, 2026 till May 24, 2029.

The aforesaid remuneration shall not include payment of sitting fees to Non-Executive Independent Directors and reimbursement of expenses w.r.t. attending Board/Committee meetings if made within the limits prescribed under the Act.

Pursuant to the provisions of Section 197 read with Schedule V of the Act, a Company can pay remuneration to Non-Executive Directors including Independent Directors, in the event of profits in the Company as well as in the event of no profits or inadequacy of profits on the basis of limits provided in Schedule V, with the approval of members. Schedule V of the Act provides the monetary limits applicable to a Company on the basis of effective capital. Further, as per Regulation 17(6) of the SEBI Listing Regulations, all fees and compensation paid to non-executive directors (including independent directors) needs to be approved by the members of the Company.

The Company has kept the remuneration to be paid to Non-Executive Independent Directors under the limits prescribed in Schedule V of the Companies Act, 2013.

Accordingly, the Board recommends Ordinary Resolution at Item No. 5 of this notice, in relation to payment of remuneration to Mr. Akshay Bhushan, as per above remuneration framework, for a period not exceeding three years with effect from May 25, 2026 to May 24, 2029 (both days inclusive), for the approval by the members of the Company.

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As on date of this Notice, Mr. Akshay Bhushan is not a member of any Committee of the Board of the Company and the Board shall consider his appointment in Board Committees in due course.

The additional information as required by Schedule V to the Act is provided in Annexure-I and the disclosure required under the Secretarial Standard on General Meetings are provided as Annexure-II to the AGM Notice.

Save and except Mr. Akshay Bhushan, and his relatives to the extent of his shareholding in the Company, if any, none of the other Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 & 5 of the accompanying Notice.

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Annexure I

The additional information as required by Schedule V to the Act has been provided as under:

I. General information:

1. **Nature of industry**

   The Company is a leading private market intelligence platform providing data & software for the private markets globally. The customer segment of the Company includes private market investors & investment banks (venture capital funds, private equity funds, investment banks); and M&A, corporate development, and innovation teams at large corporations, including many Fortune 500 companies.

2. **Date or expected date of commencement of commercial production**

   Date of commercial production is not applicable since the Company is a service provider.

3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus**

   Not applicable (the Company is an existing Company)

4. **Financial performance based on given indicators**

(In Rs Lakhs)

Particulars	For Financial Year Ended	
	31st March 2026	31st March 2025
Total Income	9014.07	9036.93
Profit/(loss) before exceptional items & tax	(57.37)	662.19
Profit/(loss) for the year	(789.03)	(954.41)

5. **Foreign investments or collaborations, if any**

   None

II. Additional Information:

1. **Background details**

   Mr. Akshay Bhushan holds an MBA from The Wharton School, University of Pennsylvania; and a Bachelor of Science in Computer Science from Georgia Institute of Technology.

   He is a venture capital investor with over 18 years of experience across the United States, India, the Middle East, and Southeast Asia startup ecosystems. He built Lightspeed India across three fund cycles as Partner, and launched the firm's Southeast Asia presence by establishing its Singapore office, and leading initial investments across Singapore and Indonesia.

   Prior to this, he helped build the Corporate Development function at Flipkart and was part of the early team at Accel. He began his career at Bain & Company as a founding member of the Private Equity Ring Fence at the Atlanta office and also worked across the firm's India offices.

   His past board positions and investments include leading consumer technology platforms such as ShareChat (India, social), Astro (Indonesia, commerce), and Nas Academy (UAE/Singapore, creator economy).

2. **Past remuneration**

   Not Applicable

3. **Recognition or awards**

   Refer to the section on Background details

4. **Job profile and suitability**

   Mr. Akshay Bhushan is a person of high repute with significant experience in venture capital, investments, corporate strategy, and technology businesses. With an outstanding academic background from The Wharton School and Georgia Tech, and extensive experience as an investor and strategic advisor, his contribution to the Board is expected to be highly valuable.

5. **Remuneration proposed**

   Rs. 10,00,000/- (Rupees Ten Lakhs) per annum w.e.f. May 25, 2026 till August 05, 2026; and Rs. 12,00,000/- (Rupees Twelve Lakhs) per annum w.e.f. August 06, 2026 till May 24, 2029

   The above remuneration will be paid excluding the payment of sitting fees and reimbursement of expenses w.r.t. attending Board/Committee meetings.

6. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of their origin)**

   Taking into account the experience and responsibilities of the said Director, the remuneration being proposed to be paid to him is reasonable and in line with remuneration levels in the industry. Further, the proposed remuneration is also in line with the remuneration structure presently applicable to the other Independent Directors of the Company.

7. **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any**

   Mr. Akshay Bhushan holds no pecuniary relationship with the Company or with any managerial personnel other than remuneration proposed to be paid to him, as mentioned in the aforesaid resolution.

III. Other information:

1. **Reasons of loss or inadequate profits**

   The Company`s operating profitability was impacted during the latter part of FY25-26 due to increase in the operating expenses. During the year under review, the Company registered an increase in operating expenses, reflecting a deliberate and strategic investment in building long-term capabilities towards scaling up of the Company's product offering and a planned expansion of Business Development activities across domestic and international markets. The management views these incremental expenses as strategic investments towards the Company's next phase of growth. Management continues to monitor returns on these investments closely and remains committed to maintaining a disciplined approach to cost management while pursuing growth opportunities.

2. **Steps taken or proposed to be taken for improvement**

   The Company has adopted various initiatives to grow the revenue, such as setting up specialized sales teams for potential customer segments, scaling organic traffic and inbound leads pipeline, launch of Tracxn Lite for creating awareness of the richness of our platform, and improving our platform features such as increased coverage of financials and captables across countries, and enriching our legal entity database.

3. **Expected increase in productivity and profits in measurable terms**

   The increase in productivity or profits cannot be forecasted accurately in measurable terms. However, with the steps taken for improvement, the outlook is expected to improve.

IV. Disclosure:

The disclosures as required on all elements of remuneration package such as salary, benefits, bonuses, pensions, details of fixed components and performance linked incentives along with performance criteria, service contract details, notice period, severance fees, etc. is given in the Corporate Governance Report forming part of the Annual Report 2025-26

Tracxn

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Annexure II

Details of the Directors seeking appointment and re-appointment at 14th Annual General Meeting of the Company pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India

Particulars	Mr. Abhishek Goyal	Mr. Akshay Bhushan
DIN	00423410	07213022
Age	About 44 years	About 41 years
Qualifications	He holds a bachelor's degree in technology, specialising in computer science and engineering, from the Indian Institute of Technology, Kanpur.	He holds a Bachelor of Science (BS) degree in Computer Science from the Georgia Institute of Technology, Atlanta, Georgia, United States and Master of Business Administration (MBA) with specialization in Finance from the Wharton School, Philadelphia, Pennsylvania, United States.
Experience (including expertise in specific functional area) / Brief Resume	He has previously served as a consultant with 3i Infotech Limited and Erasmic Consulting Private Limited, and has also worked with organisations such as Amazon Development Centre (India) Private Limited, Yahoo Software Development India Private Limited, Accel India Management LLP and Andale Information Technologies Private Limited.	He is a venture capital investor with over 18 years of experience across the United States, India, the Middle East, and Southeast Asia startup ecosystems. He built Lightspeed India across three fund cycles as Partner, and launched the firm's Southeast Asia presence by establishing its Singapore office, and leading initial investments across Singapore and Indonesia. Prior to this, he helped build the Corporate Development function at Flipkart and was part of the early team at Accel. He began his career at Bain & Company as a founding member of the Private Equity Ring Fence at the Atlanta office and also worked across the firm's India offices. His past board positions and investments include leading consumer technology platforms such as ShareChat (India, social), Astro (Indonesia, commerce), and Nas Academy (UAE/Singapore, creator economy).
Terms and Conditions of Appointment	Executive Director liable to retire by rotation and being eligible, offers himself, for re-appointment	Appointment as an Independent Director on the Board for a consecutive term of five (5) years, and other conditions as mentioned in the Notice and Explanatory Statement at Item No. 4 & 5
Remuneration last drawn (including sitting fees, if any)	INR 6,46,000	NA
Remuneration proposed to be paid	Not Applicable	Refer to the Explanatory Statement given in Item no. 4 & 5 of this Notice
Date of first appointment on the Board	January 02, 2013	May 25, 2026
Shareholding in the Company including shareholding as a beneficial owner as on the date of notice	1,88,82,295 shares	Nil
Relationship with other Directors / Key Managerial Personnel	Spouse - Ms. Neha Singh (Chairperson and Managing Director)	None

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Particulars	Mr. Abhishek Goyal	Mr. Akshay Bhushan
Number of meetings of the Board attended during the financial year (FY 2025-26)	4	NA
Directorships of other Boards as on the date of notice	Nil	ACM Holdings, Dubai, UAE
Listed entities from which the Director has resigned in the past three years	Nil	Nil
Skills and capabilities required for the role and the manner in which the proposed Director meets such requirements	Business expertise, management and leadership, corporate strategy & planning, finance, governance and risk, technology and innovation, diversity mapping	Refer to the Explanatory Statement given in Item no. 4 & 5 of this Notice
Membership / Chairmanship of committees of all public limited companies including Tracxn Technologies Limited as on the date of notice	Nil	Nil

By order of the Board of Directors
For **Tracxn Technologies Limited**

Megha Tibrewal
Company Secretary and Compliance Officer
Membership No: A39158

Place: Bengaluru
Date: May 25, 2026